

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ADVANCED MICRO DEVICES, INC., a Delaware)
corporation, and AMD INTERNATIONAL SALES)
& SERVICES, LTD., a Delaware corporation,)
Plaintiffs,)

v.)

INTEL CORPORATION, a Delaware corporation,)
and INTEL KABUSHIKI KAISHA, a Japanese)
corporation,)
Defendants.)

C.A. No. 05-441-JJF

IN RE INTEL CORPORATION
MICROPROCESSOR ANTITRUST
LITIGATION

MDL No. 1717-JJF

PHIL PAUL, on behalf of himself and all others
similarly situated,

Plaintiffs,

v.

INTEL CORPORATION,
Defendant.

C.A. No. 05-485-JJF

CONSOLIDATED ACTION

**COMMENTS AND OBJECTIONS BY THIRD PARTY DISTRIBUTORS
ASI COMPUTER TECHNOLOGIES, INC., AVNET, INC., INGRAM MICRO INC.,
SYNNEX CORPORATION, AND TECH DATA CORPORATION
TO THE PROPOSED PROTECTIVE ORDER**

Third party distributors ASI Computer Technologies, Inc., Avnet, Inc., Ingram Micro Inc., Synnex Corporation, and Tech Data Corporation (collectively, “the Distributors”) respectfully submit these comments and objections to the Proposed Protective Order.

I.

PRELIMINARY STATEMENTS

The Distributors occupy the “middle” position in the microprocessor market. They purchase microprocessors (and various computer products containing microprocessors) from manufacturers such as AMD and Intel, and then resell and distribute those products to retail stores, value-added resellers, and other customers. The Distributors are not parties to any of the different litigations and have no direct involvement or interest in them.

Each of the Distributors has received a Subpoena from AMD, and each has been informed that Intel and the class plaintiffs may be serving their own Subpoenas in the coming weeks. The Subpoenas that have already been issued demand the production of large quantities of proprietary and confidential documents, including but not limited to: the Distributors’ respective contracts with vendors and customers; current and historical purchasing and pricing data; sales information; and marketing strategies. But for the Subpoenas, neither the parties to the litigations, nor members of the general public, would have access to the vast majority of any of these documents. Almost certainly, no Distributor would have access to any other Distributor’s documents.

II.

COMMENTS AND OBJECTIONS TO PROPOSED PROTECTIVE ORDER

The Distributors are not only concerned with protecting the confidentiality of their documents, but also with minimizing the burden and expense of their compliance with these invasive and broad-sweeping Subpoenas. The Distributors’ specific comments and objections to the Proposed Protective Order are detailed in a letter that the Distributors previously sent to each of the Parties’ counsel. The letter also attached a black-lined version of the Distributors’

suggested changes to the Proposed Protective Order. The Distributors began the process of discussing their comments and objections with the Parties, but given the timetable, were not able to conclude the discussions or resolve the open issues before the deadline to file these Comments and Objections. The Distributors are willing to engage in further out-of-Court discussions if the Court believes that would be productive.

Rather than repeat all of their comments and objections in the text of this document, the Distributors have attached a copy of their letter and black-lined Proposed Protective Order, and respectfully request that the Court consider the comments and objections described in those attachments. *See* Exhibit A (May 16, 2006 Letter) and Exhibit B (Black-lined Proposed Protective Order), attached hereto. The Distributors would also request an opportunity to participate in any oral argument that the Court may entertain about the Proposed Protective Order.

Nothing in these Comments or Objections, or in the attached letter and black-lined document, are intended to waive any of the objections the Distributors have asserted to the Subpoenas.

DATED: May 19, 2006

By: /s/ Elizabeth D. Power
Thomas G. Macauley (ID No. 3411)
tmacauley@zuckerman.com
Elizabeth D. Power (ID No. 4135)
bpower@zuckerman.com
ZUCKERMAN SPAEDER LLP
919 Market Street, Suite 990
P.O. Box 1028
Wilmington, Delaware 19899-1028
Tel.: (302) 427-0400
Fax: (302) 427-8242
Attorneys for Third Parties Distributors
AVNET, INC., and
INGRAM MICRO INC.

-and-

Jordan Green (AZ Bar No. 001860)
jgreen@fclaw.com
FENNEMORE CRAIG PC
3003 N. Central, Suite 2600
Phoenix, AZ 85012
Telephone: (602) 916-5426
Facsimile: (602) 916-5626
Attorneys for Third Party Distributor
AVNET, INC.

-and-

Jonathan P. Hersey (CA Bar No. 189240)
jhersey@sheppardmullin.com
Scott B. Lieberman (CA Bar No. 208764)
slieberman@sheppardmullin.com
SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP
650 Town Center Drive, 4th Floor
Costa Mesa, CA 92626
Telephone: (714) 513-5100
Facsimile: (714) 513-5130
Attorneys for Third Party Distributor
INGRAM MICRO INC.

-and-

By: /s/ Jon A. Abramczyk
Jon A. Abramczyk (ID No. 2432)
jabramczyk@mnat.com
Leslie A. Polizoti (ID No. 4299)
lpolizoti@mnat.com
MORRIS, NICHOLS, ARSHT & TUNNELL
1201 North Market Street
P.O. Box 1347
Wilmington, Delaware 19899
Tel.: (302) 658-9200
Attorneys for Third Party Distributor
SYNNEX CORPORATION

-and-

Kenneth A. Gallo (D.C. Bar No. 371253)
kgallo@paulweiss.com
Craig Benson (D.C. Bar No. 473285)
cbenson@paulweiss.com
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1615 L Street, N.W., Suite 1300
Washington, D.C. 20036-5694
Telephone: (202) 223-7300
Facsimile: (714) 223-7420
Attorneys for Third Party Distributor
SYNNEX CORPORATION

-and-

By: /s/ Michael P. Kelly
Michael P. Kelly (ID No. 2295)
mkelly@mccarter.com
McCARTER & ENGLISH, LLP
919 N. Market Street, Suite 1800
Wilmington, Delaware 19801
Tel.: (302) 984-6300
Fax: (302) 984-6399
Attorneys for Third Party Distributor
ASI COMPUTER TECHNOLOGIES, INC.

-and-

Alison S. Hightower (CA Bar No. 112429)
ahightower@nossaman.com
NOSSAMAN, GUTHNER, KNOX &
ELLIOTT, LLP
50 California Street, 34th Floor
San Francisco, CA 94111
Telephone: (415) 398-3600
Facsimile: (415) 398-2438
Attorneys for Third Party Distributor
ASI COMPUTER TECHNOLOGIES, INC.

-and-

By: /s/ Eric S. Adams
Eric S. Adams (FL Bar No. 0090476)
eadams@carltonfields.com
CARLTON FIELDS P.A.
Corporate Center Three at International Plaza
4211 West Boy Scout Blvd., Suite 1000
Tampa, FL 33607
Telephone: (813) 223-7000
Facsimile: (813) 229-4133
Attorneys for Third Party Distributor
TECH DATA CORPORATION